From:	Norman Menachem Feder <nmf@caspilaw.com>
To:	Ehud Barak (ehbarak1@gmail.com) <ehbarak1@gmail.com>
CC:	Frank Miller (frank.miller@freshfields.com) <frank.miller@freshfields.com>
Date:	Thu, 5/30/2013 3:57:29 PM
Subject:	FW: Hyperion & TrueSec / engagement formalities

Ehud,
Please see attached correspondence from TrueSec's UK counsel regarding their terms of engagement.
Best regards,
Menachem

Norman Menachem Feder
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From: frank.miller@freshfields.com [mailto:frank.miller@freshfields.com]
Sent: Wednesday, May 29, 2013 3:39 PM
To: Norman Menachem Feder
Subject: Hyperion & TrueSec / engagement formalities

Menachem,

As discussed, we need to ensure our engagement terms are conveyed to the client. You've said you can pass these materials along to the client, both in his role for the shareholder company, Hyperion E.B. (2013) Ltd, and for the newly-formed English company, TrueSec Limited. Please let me know when that has been done and if he has any questions.

We are delighted to be able to work with you on matters relating to the formation of TrueSec Ltd, a private limited company formed as part of your business venture (the "Initial Engagement") and look forward to the opportunity it provides us to get to support your needs for legal advice outside Israel.

We have regulations here in the UK and elsewhere that require us to put in place written terms of business with all of our clients. I wanted to send this e-mail to satisfy those formalities for your engaging us in relation to our advice to Hyperion E.B. (2013) Ltd., TrueSec Limited and such other legal entities or other persons or entities that form a part of your business from time to time (together the "TrueSec Group"). I attach a copy of our terms of business. These will apply to the Initial Engagement and any other mandates on which members of the TrueSec Group instructs us, unless we agree otherwise. If you have any questions or concerns about these terms, please let me know and we can discuss them.

We are also required to confirm in writing certain details of the engagement as follows:

* I will be the partner responsible for the Initial Engagement and will be your principal point of contact for all matters relating to the TrueSec Group. I may involve other lawyers and will discuss this with you or your representatives or Israeli legal advisers as appropriate. Adir Waldman, the Managing Director of our Israel Focus Group, may be involved from time to time, and should that be the case we will arrange that his consulting fees are included in our invoicing arrangements.
* The scope of our work is to act for you as to matters of English law in relation to the formation of TrueSec Limited and to provide a legal opinion for purposes of TrueSec opening and operating a bank account, together with other matters generally in connection with the Initial Engagement as we may agree.
* We will generally agree fees with you based on a time-spent basis and by reference to our hourly charging rates (plus expenses and applicable VAT). I have an hourly rate of £685 per hour and we charge Adir's time at $750 per hour. Our rates are revised annually on 1 May and we will advise you if there are changes to our hourly charge out rates. We will continue to charge at our standard rates unless a matter becomes contentious or carries with it a high degree of complexity or risk.

If you have any concerns or complaints about any of the services we provide to you, or about the bill we have rendered for our services, we would like to discuss them with you and try to resolve them as soon as possible. Initially, we suggest that you contact me. If for any reason you are unable to resolve the issue through discussion with me, then the firm has a complaints procedure, a copy of which is available on request. If the matter is still not resolved at the conclusion of our complaints process, you may be entitled to make a complaint to a competent regulatory authority and/or apply to the court for an assessment of a bill under Part III of the Solicitors Act 1974 and we can give you details about this.

Please let me know if you have any questions or concerns about these matters or our terms of business. Unless you indicate to the contrary, we will consider these engagement terms to apply to each member of the TrueSec Group from the beginning of our work on the Initial Engagement.

Many thanks.

Frank Miller
Partner

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